



THOMAS D. MARION
TREASURER

December 1, 1993

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855
DIRECT LINE (312) 984-3821

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

RECORDATION NO. 18063 FILED 1425
DEC 2 1993-3 30 PM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed counterparts of each of the following five Releases:

- ✓ D A) Partial Release dated March 2, 1993 of the Manufacturing Agreement dated as of December 9, 1992.
- ✓ B B) Partial Release dated April 1, 1993 of the Manufacturing Agreement dated as of December 9, 1992, and the Manufacturing Agreement Supplement No. 1 dated as of January 20, 1993.
- ✓ F C) Partial Release dated May 5, 1993 of the Manufacturing Agreement Supplement No. 1, dated as of January 20, 1993.
- ✓ G D) Partial Release dated May 5, 1993 of the Manufacturing Agreement Supplement No. 2, dated as of February 11, 1993.
- ✓ H E) Partial Release dated June 1, 1993 of the Manufacturing Agreement Supplement No. 2, dated as of February 11, 1993.

These are secondary documents.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Johnstown America Corporation (Manufacturer)
17 Johns Street
Johnstown, PA 15901

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked</u>	<u>Numbered</u>
5-unit articulated all-purpose spine cars.	FCA	D A) 38	TTAX	780237-780247, 780249-780257, 780259-780275, 780277.
		E B) 47		780248, 780258, 780276, 780278-780321.
		F C) 18		780322-780339.
		G D) 23		780340-780358, 780360-780362, 780364.
		H E) 37		780359, 780363, 780365-780399.

Enclosed are five checks in the amount of \$18.00 each to cover filing fees.

Prior recordations pertaining to these documents being recorded are as follows:

- (1) Manufacturing Agreement dated December 9, 1992, recorded on December 30, 1992, recordation number 18063.
- (2) Manufacturing Agreement Supplement No. 1 dated January 20, 1993, recorded on January 29, 1993, recordation number 18063-A.
- (3) Manufacturing Agreement Supplement No. 2 dated as of February 11, 1993, recorded on March 5, 1993, recordation number 18063-B.
- (4) Partial Release dated February 8, 1993, recorded on March 5, 1993, recordation number 18063-C.

Short summaries of these Releases to appear in the Index are as follows:

- A) Partial Release covering 38 articulated all-purpose spine cars - TTAX, numbered: 780237-780247, 780249-780257, 780259-780275, 780277.
- B) Partial Release covering 47 articulated all-purpose spine cars - TTAX, numbered: 780248, 780258, 780276, 780278-780321.

Sidney Strickland, Jr.
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Page Three

- C) Partial Release covering 18 articulated all-purpose spine cars - TTAX, numbered: 780322-780339.
- D) Partial Release covering 23 articulated all-purpose spine cars - TTAX, numbered: 780340-780358, 780360-780362, 780364.
- E) Partial Release covering 37 articulated all-purpose spine cars - TTAX, numbered: 780359, 780363, 780365-780399.

Once the filing has been made, please retain one copy of each and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:mak
18063-de.fgh

Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

Interstate Commerce Commission
Washington, D.C. 20423

12/3/93

OFFICE OF THE SECRETARY

Thomas D. Marion

Treasurer

TTX Company

101 North Wacker Drive

Chicago, Illinois 60606

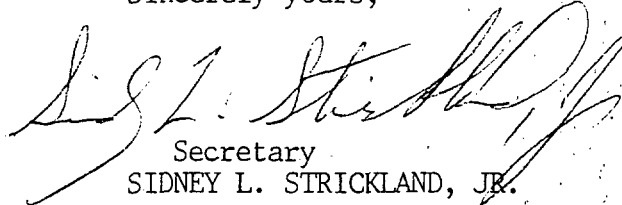
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,

on 12/2/93 at 3:30pm, and assigned

recordation number(s). 18063-DEFGH, 18064-A, 18195-CDEF 18204-CDEF

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18063-D FILED 1425

DEC 2 1993 - 3 30 PM

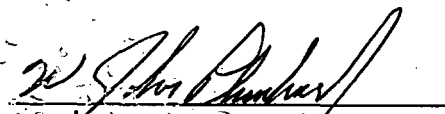
RELEASE

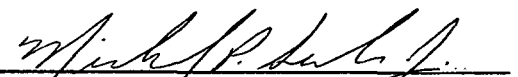
INTERSTATE COMMERCE COMMISSION

JOHNSTOWN AMERICA CORPORATION, the manufacturer named in that certain Manufacturing Agreement dated as of December 9, 1992, with TTX Company, which agreement has been filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on December 30, 1992, and assigned recordation number 18063, does hereby acknowledge receipt of all amounts due under said agreement in respect of, and does hereby release all of its right, title and interest in and to, the railroad equipment listed Schedule A hereto.

ATTEST:

JOHNSTOWN AMERICA CORPORATION


Assistant Secretary


By 
Michael P. Siska Jr.
Director, Marketing and Sales
Administration

STATE OF PENNSYLVANIA)

) SS:

COUNTY OF CAMBRIA)

On this 2nd day of March, 1993, before me personally appeared M.P. Siska, Jr., to me personally known, who, by me being duly sworn, says that he is the Director, Marketing and Sales Administration of Johnstown America Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said company, and that said instrument was signed and seal on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public

NOTARIAL SEAL
WILLIAM J. FLANCH Notary Public
Johnstown, Cambria County
My Commission Expires April 10, 1995

**SCHEDULE A
TO BILL OF SALE
AND RELEASE**

<u>Manufacturer/ Car Type</u>	<u>Quantity</u>	<u>Company's Road Numbers</u>	<u>Purchase Order Contract No.</u>
Five-Platform Articulated Single Level All-Purpose Spine Cars	38	TTAX 780237 - 780247 (Inclusive) 780249 - 780257 (Inclusive) 780259 - 780275 (Inclusive) 780277 (Inclusive)	T-3092-B

March 16, 1993, Closing